



# TRINETRA CEMENT LIMITED

(Formerly Indo Zinc Limited)

Corporate Office: "Coromandel Towers", 93, Santhome High Road, R.A.Puram, Chennai 600028.  
email: trinetracementltd@gmail.com Phone: (044) 28521526, 2857 2100, 2857 2400 Web: www.trinetracement.com

**BY FAX NO.(022) 2272 3121/2037/2041/3719/2061**

TCL/

24.03.2015

BSE Limited  
Corporate Relationship Dept.  
First Floor, New Trading Ring  
Rotunda Building, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
**MUMBAI 400 023.**

Dear Sirs,

**Sub.: Scheme of Amalgamation and Arrangement between Trinetra Cement Limited and Trishul Concrete Products Limited with The India Cements Limited and the respective shareholders ("the Scheme") – Results of Postal Ballot and eVoting**

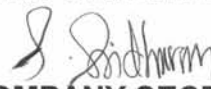
We refer to our letter dated 20.02.2015, forwarding copies of the Notice of Court Convened Meeting of the Equity Shareholders and Notice of Postal Ballot and eVoting dated 02.02.2015 sent to public shareholders for obtaining their approval for the proposed "Scheme" in terms of Circulars bearing Nos.CIR/CFD/ DIL/5/2013 dated 04.02.2013 and CIR/CFD/DIL/8/2013 dated 21.05.2013 issued by the Securities and Exchange Board of India ("SEBI Circulars").

The resolution approving the Scheme of Amalgamation and Arrangement, as set-out in the aforesaid notice dated 02.02.2015, was duly passed by the public shareholders with requisite majority through Postal Ballot and eVoting. We enclose a copy of the Scrutineers' Report dated 24.03.2015 on the Postal Ballot and eVoting.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
for TRINETRA CEMENT LIMITED

  
**COMPANY SECRETARY**

Encl.: As above

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Registered Office: "Dhun Building", 827, Anna Salai, Chennai 600 002.  
Works: Post Wajwana, Banswara 327 025, Rajasthan, Ph:02962-301516, 250630 Fax : 02962-301699  
(A subsidiary of The India Cements Limited)

**P R SUDHA**  
COMPANY SECRETARY

Flat 'C', Lakshmi Apts.,  
171, 3rd Cross Street, Lakshmi Nagar,  
Porur, Chennai - 600 116  
Tel : 98414 26631  
Email : sudha.pr2@gmail.com  
sudha\_pr@yahoo.com

**Scrutinizer's Report – On Postal Ballot and e-Voting**  
[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with  
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

24.03.2015

To

The Chairman  
Trinetra Cement Limited  
Coromandel Towers  
93, Santhome High Road  
Karpagam Avenue, R.A.Puram  
Chennai 600 028.

Sir,

**Sub: Voting by Public Shareholders through Postal Ballot and e-Voting  
on the Scheme of Amalgamation and Arrangement between  
Trinetra Cement Limited and Trishul Concrete Products Limited  
with The India Cements Limited and their respective Shareholders  
(‘The Scheme’)**

I, P.R.Sudha, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of TRINETRA CEMENT LIMITED (the Company), having its Registered Office at ‘Dhun Building’, 827, Anna Salai, Chennai 600 002, for the purpose of scrutinizing the Postal Ballot and e-Voting process in terms of Sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Circulars bearing Nos.CIR/CFD/DIL/5/2013 dated 04.02.2013 and CIR/CFD/DIL/8/2013 dated 21.05.2013 issued by the Securities and Exchange Board of India (“SEBI Circulars”) in respect of the Resolution contained in the Notice of Postal Ballot and e-Voting dated 02.02.2015. In terms of “SEBI Circulars”, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company (i.e. shareholders other than Promoter and Promoters Group shareholders) in favour of the ‘Scheme’ are more than the number of votes cast by its Public Shareholders against it through Postal Ballot and e-voting. The Company accordingly sought the consent of the public shareholders for the ‘Scheme’ by way of postal ballot and e-Voting.



I submit my report as under:

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot and e-Voting on the Resolution contained in the Notice of Postal Ballot and e-Voting dated 2.2.2015 of the Company.
- 2) My responsibility as Scrutinizer for the Postal Ballot and e-Voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the Postal Ballot Forms received for Postal Ballot and the Reports downloaded from the e-Voting system provided by National Securities Depository Limited (NSDL) for e-Voting.
- 3) **(i) Postal Ballot:**
  - (a) The voting by Postal Ballot commenced on Sunday, the 22<sup>nd</sup> February 2015 at 9.00 a.m. and ended on Monday, the 23<sup>rd</sup> March 2015 at 6.00 p.m.
  - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - (c) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - (d) All postal ballot forms received upto the close of working hours i.e. 6.00 p.m. on Monday, the 23<sup>rd</sup> March, 2015, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - (e) The ballot boxes were opened in my presence on 23<sup>rd</sup> March 2015 at 6.15 p.m.
  - (f) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on 13<sup>th</sup> February, 2015.
  - (g) I did not find any defaced or mutilated postal ballot form.

**(ii) e-Voting:**

- (a) The Company has engaged the service of NSDL to provide e-Voting facility to the Members to exercise their right to vote by electronic means to transact the business detailed in the Notice.



- (b) The Public Shareholders of the Company holding shares on the “cut-off” date i.e., 13<sup>th</sup> February 2015, were entitled to vote on the Resolution as set out in the Notice of Postal Ballot and e-Voting.
- (c) The e-voting commenced on Sunday, the 22<sup>nd</sup> February 2015 at 9.00 a.m. and ended on Monday, the 23<sup>rd</sup> March 2015 at 6.00 p.m. and thereafter, the e-voting platform was disabled by NSDL.
- (d) Thereafter, I unblocked the votes cast under e-voting facility in the presence of two witnesses, Ms. M.K.Sangeetha and Mr. Chandrakanth, who are not in the employment of the Company.
- (e) I scrutinized and reviewed the voting through electronic means based on the data downloaded from the NSDL e-voting system.
- (f) I have not considered the e-Voting exercised by two shareholders, being domestic companies, who have not furnished the extract of the board resolutions as required under the Notice dated 2.2.2015.

I report that the result of the voting by Postal Ballot and through electronic means i.e., e-Voting system, in respect of the said Resolution is as under:

**Resolution: Approval of the Scheme of Amalgamation and Arrangement between Trinetra Cement Limited and Trishul Concrete Products Limited with The India Cements Limited and their respective Shareholders.**

**Nature of Resolution: Ordinary Resolution to be passed by the Public Shareholders of the Company in terms of the said SEBI Circulars.**

**The total votes considered for the purpose are the votes cast only by Public Shareholders in terms of the said SEBI Circulars.**

- (i) Voted in Favour of the Resolution:

	Number of Members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Postal Ballot	20	2471	
E-Voting	27	490559	
<b>Total</b>	<b>47</b>	<b>493030</b>	<b>93.8</b>



(ii) Voted Against the Resolution:

	Number of Members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Postal Ballot	0	0	
E-Voting	15	32641	
<b>Total</b>	<b>15</b>	<b>32641</b>	<b>6.2</b>

<b>TOTAL VOTES (i+ii)</b>	<b>62</b>	<b>525671</b>	<b>100</b>
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(iii) Invalid Votes:

	Number of Members voted	Number of Votes cast (Shares)	% of total number of invalid votes
Postal Ballot	16	5990	7
E-Voting	2	77300	93
Total	18	83290	100

In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to Postal Ballot and e-Voting have been handed over to Mr.S.Sridharan, Company Secretary of the Company, for safe keeping.

Thanking You,

Yours faithfully,

*PR Sudha*



**P R Sudha**

Practising Company Secretary

FCS: 6046 CP No: 4468